

Company been filed in connection with the acquisition or construction and completion of the San Juan Project or in any other manner affecting it which have not theretofore been withdrawn or otherwise disposed of;

(2) a certificate signed by an independent engineer stating that in its opinion the San Juan Project has been completed as stated in said certificate of the Company;

(3) an opinion of counsel stating that the Company has good title to the completed San Juan Project (other than the properties described in subdivisions (1) and (20) of Part II of Article Four of the Eighth Supplemental Indenture) and to the rights of way therefor (as defined in Section 1.09), subject to permitted encumbrances and subject to such irregularities in and deficiencies of title as may exist in respect of portions of the rights of way for the San Juan Project, provided that in the opinion of such counsel such irregularities and deficiencies may be remedied, without the incurring of disproportionate expense by the Company, by relocation of the portion of the pipe line affected or by negotiation or other action, and will not result in a break in the continuity of any pipe lines included in the San Juan Project, and that the completed San Juan Project, subject as aforesaid, is subject to the lien of this Indenture free and clear of all other liens and encumbrances, or will be so subject to the lien of this Indenture upon the execution and delivery of specified instruments of conveyance, assignment and transfer; and

(4) such instruments of conveyance, assignment or transfer, if any, as may be specified in the above required opinion of counsel.

If the opinion of counsel provided for in the foregoing subdivision (3) of this Section shall state that the Company has good and valid leases, permits or right of way grants from, or approved by, the Secretary of the Interior of the United States or United States Government permits covering the lands on which are located (i) the Angels Peak Plant referred to in subdivision (16) of Part II of Article Four of the Eighth Supplemental Indenture or (ii) the Navajo Main Line Compressor Station referred to in subdivision (4) of said Part II or (iii) the Gallup Main Line Compressor Station referred to in